

# TORONTO STOCK EXCHANGE

FILING STATEMENT No. 355.  
ACCEPTED FOR FILING, SEPTEMBER 3rd.1959.

## GOLD EAGLE GOLD MINES LIMITED

Full corporate name of Company

Incorporated under Part XI of The Ontario Companies Act by Letters Patent in 1934.

Supplementary Letters Patent to increase capital issued November 3rd, 1958.

Particulars of incorporation (e.g., Incorporated under Part IV of The Corporations Act, 1933 (Ontario) by Letters Patent dated May 1st, 1937)

## FILING STATEMENT

Reference is made to previous Filing Statement No. 220.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

DEC 23 1959

1. Head office address and any other office address.	9th Floor, 360 Bay Street, Toronto, Ontario.
2. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(a) proposed re-organization of capital by pro rata cancellation of 2,592,226 issued shares, leaving 1,296,113 shares in the hands of shareholders (being on the basis of 1 "new" share for every 3 shares held), increase in capital to 5,000,000 "new" shares by creation of additional 3,703,887 shares of \$1.00 par value, ranking equally with consolidated shares, change of corporate name to a name acceptable to the Provincial Secretary and the Toronto Stock Exchange ; all of the foregoing to be effected by means of Supplementary Letters Patent subject to confirmation by the shareholders of a Special Resolution authorizing same passed by the Directors on August 18th, 1959;</p> <p>(b) subject to Supplementary Letters Patent as aforesaid being obtained, the proposed allotment and issue as fully paid of 532,818 "new" shares of the company to Rahill Red Lake Mining Company Limited in return for all assets and the entire undertaking of the latter and the assumption of its liabilities (see Schedule "A" on page 2);</p> <p>(c) proposed application to list the additional 3,703,887 new shares of the Company on the Toronto Stock Exchange.</p>
3. Names, addresses and chief occupations for the past five years of officers and directors.	<p>President and Director - JOSEPH S. WILLIAMS, 74 Inglewood Drive, Toronto, One of Her Majesty's Counsel;</p> <p>Vice-President and Director - BERTRAM ELMORE WILLOUGHBY, Realtor, 163 Roxborough Drive, Toronto;</p> <p>Secretary-Treasurer and Director - JOHN J. C. EVANS, Company Executive, 33 Fireshire Road South, Willowdale;</p> <p>Director - JAMES GLEN PICKARD, Construction Consultant, 20 Ridge Valley Crescent, Toronto;</p> <p>Director - JOHN STUART GRANT, Barrister and Solicitor, 17 Daleberry Place, Willowdale.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	5,000,000 shares of the par value of \$1.00 each, of which 3,888,339 shares are issued and outstanding all as fully paid and non-assessable.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding or proposed to be issued.	None
6. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>S. J. Brooks &amp; Co., 185 Bay Street, Toronto (not beneficially owned) 766,250 shares</p> <p>J. D. Cullingham &amp; Co. Ltd., 185 Bay Street, Toronto (not beneficially owned) 277,500 shares</p> <p>James Richardson &amp; Sons Ltd., 2 King Street East, Toronto (not beneficially owned) 105,140 shares</p> <p>S. J. Zacks, 185 Bay Street, Toronto (beneficially owned - includes 126,563 escrowed shares) 140,626 shares</p> <p>S. B. Roman, R.R.#1, Unionville, Ontario (beneficially owned - all escrowed) 96,469 shares</p> <p>The beneficial owners of the shares registered in the names of brokers as above are not known to the signatories.</p>
7. Details of any treasury shares now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None.
8. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Non-applicable
9. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	315,000 shares are held in escrow by Guaranty Trust Company of Canada, Toronto, subject to release, transfer, alienation or hypothecation within the escrow only with the consent of the Toronto Stock Exchange and of the Ontario Securities Commission.
10. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<p>S. J. Zacks, 185 Bay Street, Toronto, Ontario. 126,563 shares</p> <p>S. B. Roman, R.R.#1, Unionville, Ontario. 96,469 shares</p>



SCHEDULE "A"

TO FILING STATEMENT OF GOLD EAGLE GOLD  
MINES LIMITED - DATED AUGUST 19th, 1959.

By completion of the transactions set out in previous Filing Statement No. 220, the Company now owns as an investment a total of 600,000 shares of Rahill Red Lake Mining Company Limited. These shares were purchased by the Company from Roman Corporation Limited of Toronto, at the latter's cost of \$80,000.00, and an additional \$5,000.00 to cover incidental expenses and charges incurred, all as proposed to be completed in the said previous Filing Statement. The Company has financed Rahill Red Lake and diamond drilling has been carried out on the claims of the latter company in the Red Lake area of Ontario, adjoining the gold property of Gold Eagle Gold Mines Limited in that area. Reference is made to Filing Statement No. 220 for background information and facts concerning Rahill Red Lake Mining Company Limited.

By an agreement made August 18th, 1959, between this Company and Rahill Red Lake Mining Company Limited aforesaid, it has been proposed that this Company acquire the assets and undertaking of Rahill Red Lake and assume its liabilities. In consideration of the foregoing, the Company will obtain Supplementary Letters Patent to re-organize its capital structure by cancellation of two-thirds of its presently issued shares pro rata. Thereafter it will increase its capital to 5,000,000 shares by creating 3,703,887 new shares of the par value of \$1.00 each, which will rank equally with existing consolidated shares of the Company. The Company proposes in the said agreement to allot and issue 532,818 new shares from treasury to Rahill Red Lake for its assets. Excluding from the issued share position of Rahill Red Lake (2,198,454 shares) the 600,000 shares of that company held by Gold Eagle, the basis of exchange is thus 1 new share of Gold Eagle for every 3 shares of Rahill Red Lake. The agreement provides that Rahill Red Lake will then apply for an Order accepting the surrender of its Charter, and as incidental thereto will distribute the said 532,818 shares of Gold Eagle Stock pro rata among its shareholders.

The entire agreement is subject to the approval of the Toronto Stock Exchange and the acceptance of the Toronto Stock Exchange of an application to list the "new" 3,703,887 shares of this Company under the new corporate name to be effected by Supplementary Letters Patent. The agreement provides further that the consent of the shareholders of both Gold Eagle and Rahill Red Lake shall be obtained to all aspects of the transaction. It is proposed to hold meetings of the shareholders of both companies at the earliest possible date in order that the matter may be presented for shareholder consideration.

The assets of Rahill Red Lake presently consist of \$20,000.00 in cash, \$7,000.00 in bonds, 136,000 shares of Martin McNeely Mines Limited, 4,800 shares of Consolidated Marcus Gold Mines Limited and 6 patented gold claims in the Red Lake area. In view of the fact that Gold Eagle has financed the treasury of Rahill Red Lake to permit drilling of the Rahill Red Lake claims in the Red Lake area and in view of the fact that the shares of Rahill Red Lake are distributed among some 375 shareholders and that none of the principals controlling Gold Eagle have any substantial interest in the shares of Rahill Red Lake, it is proposed that the 532,818 shares to be issued to Rahill Red Lake shall all be free from any escrow or pooling provisions, in order that the same may be distributed as free shares to the Rahill Red Lake shareholders. Two of the Directors of this Company will be nominees of Rahill Red Lake if the proposed merger is completed.

It is estimated that approximately \$24,000.00 has been spent on exploration of the Red Lake claims of Rahill Red Lake since its affairs have been managed by Gold Eagle.



## FINANCIAL STATEMENTS

GOLD EAGLE GOLD MINES LIMITED

## BALANCE SHEET

AS AT JULY 31, 1959

<u>A S S E T S</u>		<u>L I A B I L I T I E S</u>	
<u>Current</u>		<u>Current</u>	
Cash in Banks	\$ 17,452.73	Accrued Liabilities	\$ 1,250.75
Prepaid Expenses	97.40	Due to Shareholders re distribution on realization of assets	\$ 237,450.51
		Less: Paid to July 31, 1959	224,323.02
			13,127.49 \$ 14,378.24
<u>Investments in Other Mining Companies</u>		Capital Stock	
Listed Shares, at market value	877.00	Authorized:	
#Unlisted Shares, at cost	85,000.00	5,000,000 Shares of \$1.00 Par Value Each	\$ 5,000,000.00
#(Market Value - \$72,000.00)			
<u>Mining Claims and Buildings</u>		Issued and Fully Paid:	
Mining Claims:		Shares	
Acquired for \$7,500.00 cash and the issue of 1,275,000 shares of Capital Stock	\$ 213,567.80	2,838,339 Balance, May 1, 1958	\$ 2,838,339.00
Buildings, Plant and Equipment, at cost	85,871.55	Issued since:	
		250,000 For Mining Claims	\$ 250,000.00
Exploration, Development and Administrative Expenses plus provision for legal and audit	\$ 348,923.68	800,000 For Cash	800,000.00
	600.00	3,888,339 Shares	\$ 3,888,339.00
<u>Other</u>		Less: Discount on Shares	
Commission on Shares Issued	\$ 31,370.74	Balance May 1, 1959	\$ 1,862,425.10
Organization Expenses	2,840.50	On Shares Issued since: for Mining Claims for Cash	225,000.00 630,000.00
			2,717,425.10
			\$ 1,170,913.90
		Less: Distribution to Shareholders on realization of Assets - No. 1	237,450.51
			\$ 933,463.39
		Deficit	161,240.23
			772,223.16
			\$ 786,601.40

Approved on behalf of the Board:

.....*J. C. Evans*..... J. C. Evans, Secretary-Treasurer  
and Director.

..... John S. Grant, Director.

GOLD EAGLE GOLD MINES LIMITED

STATEMENT OF EXPLORATION, DEVELOPMENT  
AND ADMINISTRATIVE EXPENSES

FOR THE PERIOD MAY 1, 1958, TO JULY 31, 1959

Balance May 1, 1958 \$ 278,949.50

Expenses

Engineering and Consulting	\$ 2,500.00
Surface Exploration and Diamond Drilling	38,736.81
Taxes and Licenses	792.12
Travelling - Mine	2,610.11
Building Plant and Equipment Maintenance	
- Magnet Consolidated	5,755.33
Directors Fees	1,500.00
Head Office Salaries and Administration	12,825.64
Legal and Audit Fees	3,769.55
Stationery and Printing	1,165.38
Transfer Agents Fees	1,497.24
	<u>\$ 71,152.18</u>

Less Rental Income	<u>1,178.00</u>	<u>69,974.18</u>
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Balance July 31, 1959 \$ 348,923.68

STATEMENT OF DEFICIT

FOR THE PERIOD MAY 1, 1958, TO JULY 31, 1959

Balance May 1, 1958 \$ 164,142.29

Less Profit on sale of investments 2,902.06

Balance July 31, 1959 \$ 161,240.23

GOLD EAGLE GOLD MINES LIMITED

NOTES TO THE BALANCE SHEET

AS AT JULY 31, 1959

1. The amount of \$85,871.55 shown on the Balance Sheet as "Buildings, Plant and Equipment" was previously shown as "Loan to Magnet Consolidated Mines Limited" and included interest thereon to April 30, 1957. Under the terms of an agreement dated November 24, 1958, Magnet agreed to sell to the Company its mill and every part thereof and accept in settlement the release of all its indebtedness to the Company and the discharge of the mortgage held by the Company on its mining Claims.



GOLD EAGLE GOLD MINES LIMITED (after reorganization)

PRO-FORMA BALANCE SHEET

AS AT AUGUST 31, 1959

After giving effect to:

(1) the issuance to the Company of Supplementary Letters Patent (to be applied for - see note) to:-

- (a) reduce the issued Capital Stock from 3,888,339 shares to 1,296,113 shares.
- (b) increase the authorized Capital Stock to 5,000,000 shares of \$1.00 par value each.
- (c) change the name of the Company to a name suitable to the Directors of the Company and acceptable to the Provincial Secretary and the Toronto Stock Exchange.

(2) the terms of an agreement dated August 18, 1959 between the Company and Rahill Red Lake Mining Company Limited hereafter referred to as "Rahill", whereby the Company will acquire all the assets and entire undertakings of Rahill in consideration of the assumption by the Company of Rahill's liabilities and the allotment and issue to Rahill of 532,818 shares of the Capital Stock of the Company (after reorganization). The agreement further provides that upon receipt of the aforesaid 532,818 shares, Rahill will distribute the same to its shareholders (after saving and excepting from its issued share position the 600,000 shares of Rahill presently owned by Gold Eagle Gold Mines Limited).

Note - The agreement referred to above is conditional upon the approval thereof by the shareholders of the Company and of Rahill, and upon confirmation by the shareholders of the Company of the Special Resolution of the Directors to authorize an application for Supplementary Letters Patent to reorganize the Company's Capital Stock as outlined above.

A S S E T S

<u>Current</u>	
Cash on Hand and in Banks	\$ 28,085.58
Accounts Receivable	9,701.13
Government of Canada Bonds	
At Cost, (Market Value \$6469.77)	6,469.77
Prepaid Expenses	<u>181.00</u>
	\$ 44,437.48

<u>Investment in Other Mining Companies, at Cost</u>	
Listed Shares (Market Value \$53,992.00)	55,701.50
Unlisted Shares (no known Market Value)	<u>11,750.00</u>
	67,451.50

Interest in Prospecting Syndicate

300.00

Mining Properties

Mining Claims:

Acquired for \$7,500.00 Cash and the issue of 709,957 shares of Capital Stock (after reorganization)  
Buildings, Plant and Equipment, at Cost

498,524.80  
85,871.55

584,396.35

Exploration, Development and Administrative Expenses

506,446.08

\$ 1,203,031.41

"J.S. Grant"

"J.J.C. Evans"

*John S. Grant Director*  
*J.J.C. Evans Director*

\$ 1,203,031.41

L I A B I L I T I E S

<u>Current</u>	
Accounts Payable and Accrued Charges	\$ 2,546.50
Due to shareholders of Gold Eagle Gold Mines Limited re 1942 distribution on realization of capital assets	<u>13,127.42</u>
	\$ 15,673.99
<u>Capital Stock</u>	
Authorized:	
5,000,000 shares of \$1.00 Par Value each	<u>\$ 5,000,000.00</u>
Issued and Fully Paid:	
1,828,931 shares	\$ 1,828,931.00
Less: Discount on shares	<u>641,573.58</u>
	1,187,357.42



## GEOLOGIST'S REPORT

Note - The following are excerpts from a Report by Ralph I. Benner, B.Sc., P.Eng., dated August 26th, 1959, on the Gold Eagle Gold Mines Limited and Rahill Red Lake Mining Company Limited property located in Dome Township, Red Lake Mining Division. A complete copy of the report is on file with the Toronto Stock Exchange.

### GOLD EAGLE GOLD MINES LIMITED

#### HISTORY:

The property was acquired in 1933, shaft sinking started in 1934, with production beginning in 1937 and closing in 1941. The total value of gold produced was \$1,496,843.00. In 1946 twelve thousand feet of surface diamond drilling was carried out. In 1958-59, 10,000 feet of diamond drilling was done along with a magnetic survey and geological mapping.

#### UNDERGROUND WORKINGS:

All underground workings are concentrated on the north-east corner of the property adjoining the Mackenzie Red Lake Mines' south boundary. The workings consist of a 500 foot vertical shaft, with levels at the 125, 250, 375 and 500 foot horizons, and a winze 500 feet in depth with levels at the 600, 700, 850 and 1000 foot horizons.

#### SURFACE EXPLORATION:

In the fall of 1958 profile lines were cut at 200 foot intervals in order to map geologically that part of the property south and west of the shaft that had not been fully explored. An early snowfall prohibited the mapping but a magnetic survey was carried out. This survey was to locate, if possible, a horizon marker such as a band of iron formation which would indicate favourable structure for gold deposition if such structure exists. The south-west part of the property is very interesting in that porphyry intrusions into the sediments are known to occur. Detailed work in this area was impossible due to the early presence of snow.

#### CONCLUSIONS:

A large part of the property remains to be explored.

The "west" zone of the Mackenzie Red Lake Mines is being mined a short distance from the Gold Eagle boundary.

#### RECOMMENDATIONS:

1. That the south-west part of the property be mapped in detail, paying particular attention to that part containing the porphyry intrusives and their connections with any structure irregularities indicated by the magnetic survey.
2. That at least two drill holes be put down near the east boundary of claim K.R.L. 914 to explore for the downward extension of the "Mackenzie" west ore structure.
3. That a sum of twenty thousand dollars be set aside for completion of the above recommended work.

### RAHILL RED LAKE MINING COMPANY LIMITED

#### PAST EXPLORATION:

At intervals from 1934 to 1947 exploration work in the form of surface trenching and diamond drilling was carried out on the property.

From information available, ten diamond drill holes are known to have been drilled. Three were drilled from the mainland shoreline on claims 10920 and 10841, two from the same shoreline beneath the water on claim 10919, three from a point on the Gold Eagle shoreline beneath the channel waters and two from the ice, all on the extreme north claim 9907.

In January and February, 1959, one hole was completed to a depth of 2123.0 feet and another was stopped 200 feet short of the objective because of spring break-up. The first hole cut through the overlying Temiskaming sediments and into the underlying Keewatin structure which contains the Cochenour ore body. From information later obtained it seems that the hole should have been drilled a further 200 feet in depth.

The casing in No. 2 hole is still in place which will allow its continuation when the freeze-up period comes around.

ADJOINING PROPERTIES:

The north part of the Rahill property is almost surrounded by gold producers; the Gold Eagle Mine, a former producer, and the Mackenzie Red Lake and Cochenour Mines, current producers.

The gold bearing shears and veins of the Mackenzie and Gold Eagle properties strike toward the Rahill north claims.

In the past two years an expanding geological picture at the Cochenour-Willans property indicates a south-westerly trending anticlinal structure controlling the ore picture. This structure takes to the south-west and enters the Rahill ground at approximately 2000 feet. Present working faces are approximately 700 feet from the Rahill boundary.

CONCLUSIONS:

Drilling so far has not disproved that the Cochenour ore structure continues on to the Rahill group. Further drilling should be carried out.

RECOMMENDATIONS:

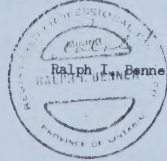
1. That the No. 2 hole be continued for another 200 feet and further drilling be based on results obtained in this hole.
2. That the sum of fifteen thousand dollars be laid aside for completion of the No. 2 hole and one other hole if necessary.

OVERALL CONCLUSIONS:

Both properties have ore making potential; but the Rahill ground, laying as it is underwater, is handicapped as regards a working surface.

The underground workings on the Gold Eagle property would be of value in the event of ore being found on the Rahill property.

Respectfully submitted,



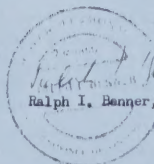
Ralph I. Benner, B.Sc., P.Eng.

Dated at Toronto,  
August 26, 1959.

ENGINEER'S CERTIFICATE

I, Ralph I. Benner, of the City of Toronto, in the Province of Ontario, do hereby certify that:

1. I am a Consulting Geologist with offices in Toronto.
2. I am a graduate of the Haileybury School of Mines and have obtained the degree of Bachelor of Science in Geology at Queen's University, Kingston, Ontario, and am a member of the Association of Professional Engineers of Ontario.
3. That I have no interest nor do I expect to receive any interest, directly or indirectly, in the properties or securities of Gold Eagle Gold Mines Limited, or Rahill Red Lake Mining Company Limited, except that I have bought shares on the open market.
4. I have personally visited the properties, the last time being in May, 1959.



Ralph I. Benner, B.Sc., P. Eng.

Toronto, Ontario,  
August 26, 1959.



11. Brief statement of company's chief development work during past year.	The Company has carried out a geophysical survey and has done diamond drilling on its gold property in the Red Lake area. The total of 9,705 feet of drilling has been done and it is estimated that a total of \$33,390.00 has been spent on exploration and drilling.
12. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to continue examination of the Red Lake property.
13. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	4,000 National Explorations Limited 500 Trans-Canada Explorations Limited 10,150 Night Hawk Gold Mines Limited Total Book Value of above - \$1,117.00 Present Market Value - 415.00 600,000 Rahill Red Lake Mining Company Limited Book Value - \$85,000.00 Present Market Value 72,000.00
14. Brief statement of any lawsuits pending or in process against company or its properties.	None
15. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The persons named in Paragraph 10, voting together, and having secured proxies from the largest registered shareholders might materially affect control by reason of beneficial ownership of shares.
16. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None-applicable
17. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Schedule A" on page 2.
18. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	See Schedule "A" on page 2.
19. Statement of any other material facts and if none, so state.	None

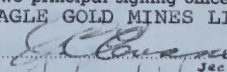
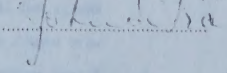
DATED August 19th, 1959.

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.J.C. Evans"

"J.S. Grant"

  
.....  
  
.....  
Sec-Treas. CORPORATE SEAL

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)